

EXHIBIT D TO MOTION

Declaration of John C. Hueston, Litigation Trustee

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	Chapter 11
)	
TRONOX INCORPORATED, <i>et al.</i> ,)	Case No. 09-10156 (ALG)
)	
Reorganized Debtors.)	Jointly Administered
)	
TRONOX INCORPORATED, TRONOX)	
WORLDWIDE LLC f/k/a Kerr-McGee Chemical)	
Worldwide LLC, and TRONOX LLC f/k/a Kerr-)	
McGee Chemical LLC,)	
)	
Plaintiffs,)	
v.)	
)	
KERR-MCGEE CORPORATION, KERR-MCGEE)	
OIL & GAS CORPORATION, KERR-MCGEE)	
WORLDWIDE CORPORATION, KERR-MCGEE)	
INVESTMENT CORPORATION, KERR-MCGEE)	Adv. Pro. No. 09-01198 (ALG)
CREDIT LLC, KERR-MCGEE SHARED SERVICES)	
COMPANY LLC, and KERR-MCGEE STORED)	
POWER COMPANY LLC,)	
)	
Defendants.)	
)	
THE UNITED STATES OF AMERICA,)	
)	
Plaintiff-Intervenor,)	
v.)	
)	
TRONOX, INC., TRONOX WORLDWIDE LLC,)	
TRONOX LLC, KERR-MCGEE CORPORATION)	
and ANADARKO PETROLEUM CORPORATION,)	
)	
Defendants.)	
)	

**DECLARATION OF JOHN C. HUESTON, LITIGATION TRUSTEE,
IN SUPPORT OF MOTION FOR A REPORT AND RECOMMENDATION
RECOMMENDING APPROVAL OF SETTLEMENT AGREEMENT
RESOLVING ADVERSARY PROCEEDING AND ISSUANCE OF AN INJUNCTION
ENJOINING CERTAIN PERSONS FROM ASSERTING CERTAIN CLAIMS**

Pursuant to 28 U.S.C. § 1746, I, John C. Hueston, hereby declare as follows:

1. I am the Trustee of the Anadarko Litigation Trust (“*Litigation Trust*”) in the above captioned adversary proceeding. I respectfully submit this Declaration in support of the motion (the “*Motion*”) seeking a Report and Recommendation, pursuant to section 105(a) of the United States Bankruptcy Code, 28 U.S.C. § 1651, and Rules 2002, 7001, 7065 and 9019 of the Federal Rules of Bankruptcy Procedure, recommending that the District Court (i) approve the Settlement Agreement dated April 3, 2014 (the “*Settlement Agreement*”) by and between the Litigation Trust and the United States on the one hand, and Anadarko Petroleum Corporation, Kerr-McGee Corporation, Kerr-McGee Oil & Gas Corporation, Kerr-McGee Worldwide Corporation, KM Investment Corporation, Kerr-McGee Credit LLC, Kerr-McGee Shared Services Company LLC and Kerr-McGee Stored Power Company LLC (collectively, “*Anadarko*” and each individually an “*Anadarko Entity*”) on the other hand, and (ii) issue an injunction enjoining certain persons from asserting certain claims against the Anadarko Released Parties.

2. I make this Declaration based upon my own personal knowledge or upon information that I believe to be true.

3. All capitalized terms not defined herein have the meaning ascribed to them in the Settlement Agreement.

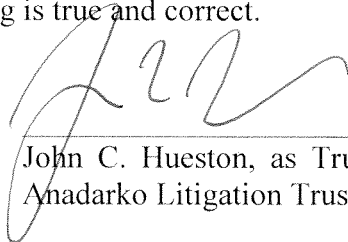
4. I believe that the terms of the Settlement Agreement fall well above the lowest point in the range of reasonableness and, accordingly, should be approved. I recognize that

continued litigation of this adversary proceeding, including multiple levels of appeal, would undoubtedly require a significant commitment of time and expense by the various professionals involved and would involve ongoing litigation risk.

5. I further believe that the Initial Settlement Amount of \$5,150,000,000.00 will provide significant and important relief to the Beneficiaries, and represents a fair compromise of the Litigation Trust's asserted and unasserted claims against Anadarko. This Settlement Agreement will enable the investigation, remediation, cleanup, and recovery of natural resource damages and other compensation with respect to Covered Sites, and will provide for payment on account of Bankruptcy Tort Claims.

6. In sum, I respectfully submit that the Settlement Agreement should be approved (a) to avoid continued lengthy and burdensome litigation, and (b) because the Settlement Agreement represents a fair compromise of the Litigation Trust's asserted and unasserted claims against Anadarko.

I declare under penalty of perjury that the foregoing is true and correct.



John C. Hueston, as Trustee of the
Anadarko Litigation Trust